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*ADMITTED TO PRACTICE IN
 ONTARIO, CANADA ONLY

Detroit Office
 November 8, 1996

Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Dear Sir/Madam:

Re: Vanderbilt Construction Company

Enclosed is an original and one (1) copy of the articles of incorporation and a check for seventy dollars (\$70.00) for the Filing Fee. Thank you for your cooperation. Please call me at (313) 225-7068 if you have any questions.

Sincerely

Brett Pynnonen

Brett Pynnonen

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 NOV 11 AM 10:31

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

VANDEBILT CONSTRUCTION COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 14 AM 10:31

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Vanderbilt Construction Company.

ARTICLE II

PRINCIPAL OFFICE

The place of business and mailing address of this corporation shall be 350 Germain, Naples, Florida 33963.

ARTICLE III

SHARES

The number of shares of stock the corporation is authorized to have outstanding at one time is one hundred (100).

ARTICLE IV

INITIAL REGISTERED AGENT
AND STREET ADDRESS

The name and address of the initial registered agent is Saverio Maggio, 350 Germain, Naples, Florida 33963.

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

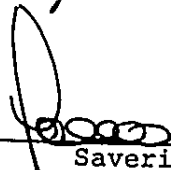
Saverio Maggio

5745 Riverside Drive East
Windsor, Ontario, N8S 1B2
Canada

Vito Maggio

268 Reedmere
Windsor, Ontario N8S 2L4
Canada

The undersigned incorporators have executed these Articles of Incorporation this 5th day of November, 1996.



Saverio Maggio



Vito Maggio

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

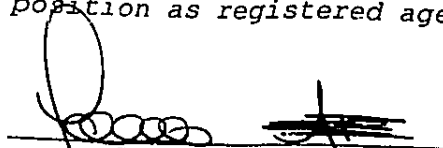
1. The name of the corporation is: Vanderbilt Construction Company
2. The name and address of the registered agent and office is:

Saverio Maggio

350 Germain

Naples, Florida 33963

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Saverio Maggio

November 5, 1996
(Date)